

DEC 07 '07

4:50 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

SURFACE TRANSPORTATION BOARD

December 7, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of December 7, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27258.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail, LLC
1355 Peachtree Street,
Suite 750 - South Tower
Atlanta, Georgia 30308

Secured Party/
Assignee: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive
Suite 3000
Chicago, Illinois 60606

A description of the railroad equipment covered by the enclosed document is:

The lease on 15 covered hopper cars within the series IFRX 302162 – IFRX 354682 as more particularly set forth in the schedule attached to the document (formerly within the two series ATSF 302162 - ATSF 314766 and BN 445375 - BN 454682 as more particularly set forth in the schedule attached to the document, plus BNSF 423816).

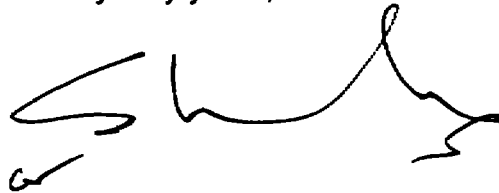
A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized, flowing script.

Robert W. Alvord

RWA/sem
Enclosures

DEC 07 '07

4-50 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

1. Pursuant to the Security Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("IR"), has granted to The CIT Group/Equipment Financing, Inc. ("CIT"), as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to the lease identified on the schedule attached hereto, which lease relates to the railroad equipment identified on that schedule. "Security Agreement" means the Security Agreement dated as of June 7, 2005, between IR and CIT, as amended to date.

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Debtor / Assignor)
1355 Peachtree Street
Suite 750, South Tower
Atlanta, Georgia 30309

The CIT Group/Equipment Financing, Inc. (Secured Party / Assignee)
30 South Wacker, Suite 3000
Chicago, Illinois 60606
Attention: Rail Resources, Vice President – Credit

3. The terms and provisions of the above-referenced security interest are more particularly set forth in the above-referenced Security Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of December 7, 2007.

INFINITY RAIL, LLC

By Infinity Asset Management, LLC as Manager

By: Jeffrey E. Edelman

Jeffrey E. Edelman, Vice President

State of Georgia)
) ss:
County of Fulton)

On December 3, 2007, before me personally appeared Jeffrey E. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said limited liability company.

Stephani Casanovas

Notary Public

My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia

My Commission Expires Aug. 2, 2009

[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: Richard Rossi
Title: Sr Director

State of Illinois)
County of Cook) ss:

On 11/30, 2007, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is Sr Director of The CIT Group/Equipment Financing, Inc., that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of such corporation.

[Signature]
Notary Public
My commission expires: 8/27/11

[NOTARIAL SEAL]



Schedule

Items relating to 15 cars (4427 – 4750 cubic foot, 100-ton, covered hopper railcars) leased to Carmeuse Lime, Inc.

Acquisition Agreements:

Railcar Purchase and Sale Agreement dated April 18, 2006, between Progress Rail Services Corporation as seller and Infinity Rail, LLC as buyer

Railcar Purchase and Sale Agreement dated June 8, 2006, between Progress Rail Services Corporation as seller and Infinity Rail, LLC as buyer

Railcar Purchase and Sale Agreement dated June 26, 2006, between Progress Rail Services Corporation as seller and Infinity Rail, LLC as buyer

Lease: Schedule No. 1 dated November 1, 2006, between Infinity Rail, LLC ("IR"), as lessor, and Carmeuse Lime, Inc. ("Carmeuse"), as lessee (which incorporates the provisions of the Master Lease Agreement dated that same date between the same parties), as amended by Amendment to Lease dated November 19, 2007 between the same parties

Description of Cars:

4427-4750 cubic foot, 100-ton, covered hopper railcars

Quantity:

fifteen (15)

Reporting marks and identifying numbers:

as listed on the following page of this Schedule.

Items relating to 15 cars (4427 – 4750 cubic foot, 100-ton, covered hopper railcars) leased to Carmeuse Lime, Inc.

Reporting marks and identifying numbers:

Unit Count	Previous Mark	Previous Num	Current Mark	Current Num
1	ATSF	302162	IFRX	302162
2	ATSF	309909	IFRX	309909
3	ATSF	311081	IFRX	311081
4	ATSF	311305	IFRX	311305
5	ATSF	314768	IFRX	314768
6	BNSF	423816	IFRX	323816
7	BN	445375	IFRX	345375
8	BN	450705	IFRX	350705
9	BN	450754	IFRX	350754
10	BN	450878	IFRX	350878
11	BN	454397	IFRX	354397
12	BN	454450	IFRX	354450
13	BN	454459	IFRX	354459
14	BN	454593	IFRX	354593
15	BN	454682	IFRX	354682

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/7/07



Robert W. Alvord